

EXHIBIT F

Proposed Form of Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
	:
-----X	

**ORDER AWARDING FINAL COMPENSATION AND
REIMBURSEMENT OF EXPENSES TO MCKENNA LONG & ALDRIDGE LLP**

Upon consideration of the Final Application of McKenna Long & Aldridge LLP for Allowance of Compensation and Reimbursement of Expenses (the "Final Fee Application"), dated July 13, 2012, relating to the above-referenced bankruptcy case for the period from September 15, 2008 through and including March 6, 2012 (the "Final Fee Application Period") for the (i) allowance of compensation for professional services performed by McKenna Long & Aldridge LLP ("McKenna") in the total amount of \$5,821,048.50;¹ (ii) allowance of McKenna's actual and necessary expenses incurred in the total amount of \$462,187.33;² and (iii) payment to McKenna of all such amounts not previously paid pursuant to the Fourth Amended Interim Compensation Procedures Order; and after notice and hearing thereon, and sufficient cause appearing therefore, and capitalized terms used in this Order being given the same meanings as are ascribed to those terms in the Final Fee Application, it is hereby

¹ McKenna seeks final approval of compensation for professional services McKenna performed during Final Fee Application Period in the total amount of \$5,813,548.50 and final approval of compensation for professional services McKenna performed after the effective date in the total amount of \$7,500.00.

² McKenna seeks allowance of its actual and necessary expenses incurred during the Final Fee Application Period in the total amount of \$457,187.33 and allowance of additional actual and necessary expenses incurred during the Final Fee Application Period that were inadvertently excluded from previous interim fee applications and that were incurred after the effective date in the total amount of \$5,000.00.

ORDERED that the Final Fee Application is hereby granted; and it is further

ORDERED that McKenna is hereby awarded and allowed (i) compensation for professional services performed in the total amount of \$5,821,048.50; and (ii) reimbursement of actual and necessary expenses incurred in the total amount of \$462,187.33; and it is further

ORDERED that McKenna is authorized to apply against such amounts the amounts previously paid to it in respect of the monthly statements submitted for the Final Fee Application Period pursuant to the Fee Committee Order and the Fourth Amended Interim Compensation Procedures Order; and it is further

ORDERED that the Debtors are authorized and directed to pay to McKenna all amounts awarded hereby that have not been previously paid pursuant to the Fee Committee Order and the Fourth Amended Interim Compensation Procedures Order, which amounts are not less than \$364,321.59 for compensation for professional services and \$36,729.95 for reimbursement of actual and necessary expenses.

This _____ day of _____, 2012.

JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

Prepared and presented by:

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